

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

OK

In re:

Millennium Properties, LLC
Greenville Cottage Development, LLC
Anderson Cottage Development, LLC
Norman Cottages Development, LLC
Topeka Cottage Development, LLC
Salisbury Cottage Development, LLC
Senior Cottage Management, LLC
Senior Cottages of America, LLC

Bky. No. 00-32002-GFK
Bky. No. 00-32003-GFK
Bky. No. 00-32004-GFK
Bky. No. 00-32005-GFK
Bky. No. 00-32007-GFK
Bky. No. 00-32008-GFK
Bky. No. 00-32011-GFK ✓
Bky. No. 00-32012-GFK

Debtors.

NOTICE OF CONTINUED HEARING ON
MOTION AND SALE

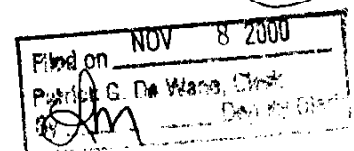
To: *Parties in Interest under Local Rule 2002 and to those parties interested in acquiring the Debtors' interest in the above-captioned bankruptcy estates.*

NOTICE OF CONTINUED HEARING

PLEASE TAKE NOTICE that on Tuesday, November 28, 2000 at 2:00 p.m., before the Honorable Gregory F. Kishel, in Courtroom No. 228B, United States Courthouse, 316 North Robert Street, St. Paul, Minnesota, Timothy D. Moratzka, the Chapter 7 Trustee (the "Trustee") for Millennium Properties, LLC, the above-captioned debtor (the "Debtor"), will move the Court for entry of an order pursuant to Section 363 and 365 of Title 11 of the United States Code (the "Bankruptcy Code") authorizing the sale of estates' interest in the assets listed below

Senior Cottages of Greenville, LP
Cottages of Frankfort LTD
Frankfort Cottage Development, LLC
Senior Cottage of Glenarden, LP
Glenarden Cottage Development, LLC
Senior Cottages of Greenville, LP
Greenville Cottage Development, LLC
Senior Cottages of Shippensburg LTD
Shippensburg Cottage Development, LLC
Prairie Senior Cottages of Henderson, LLC
Prairie Senior Cottages of Willmar, LLC
Prairie Senior Cottages of New Ulm, LLC
Cottages of Henderson, Ltd
Henderson Cottage Development, LLC
Senior Cottage Management, LLC
Senior Cottages of America, LLC

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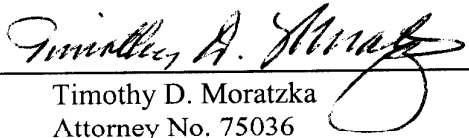
Any offers and/or objections to this motion must be filed and delivered not later than 2:00 p.m. on Wednesday, November 22, 2000, which is 3 days on the last business day before the time set for the hearing. *The parties and/or their counsel on the attached "Special Short List" must be served with any offers and/or objections to this Notice.* **IF NO OFFERS OR AND/OR OBJECTIONS TO THIS MOTION ARE TIMELY FILED, THE COURT MAY GRANT THE MOTION BY DEFAULT AND WITHOUT A HEARING. THE TRUSTEE RESERVES THE RIGHT TO REFUSE BIDS AND WITHDRAW THIS MOTION.**

DO NOT CONTACT THE CLERK'S OFFICE OR THE OFFICE OF THE UNITED STATES TRUSTEE FOR INFORMATION ABOUT OFFERS.

THE TRUSTEE WILL BE AVAILABLE FOR CONFERENCE PRIOR TO THE HEARING, IN ROOM 228c, DIRECTLY OUTSIDE OF THE COURTROOM ON NOVEMBER 28, 2000 FROM 1:00 P.M. TO 2:00 P.M. The purpose of the conference is to attempt to deal with any objections or bids prior to the hearing as the Court will not conduct an auction.

Dated: 11/7/00

MACKALL, CROUNSE & MOORE, PLC

By 
Timothy D. Moratzka
Attorney No. 75036

Attorneys for Trustee
1400 AT&T Tower
Minneapolis, MN 55402
Ph. (612) 305-1456

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UNITED STATES BANKRUPTCY COURT
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Bky. No. 00-32003-GFK
Bky. No. 00-32004-GFK
Bky. No. 00-32005-GFK
Bky. No. 00-32007-GFK
Bky. No. 00-32008-GFK
Bky. No. 00-32011-GFK
Bky. No. 00-32012-GFK**

Debtors.

“SPECIAL SHORT LIST”

Kathleen H. Sandburg Ted Cheesborough Faegre & Benson, I.I.P 2200 Norwest Center 90 south Seventh Street Minneapolis, MN 55402 Fax: (612) 336-3026	Jeanette Cotting Stoel Rives LLP 900 SW Fifth Avenue Suite 2600 Portland, OR Fax: (503) 220-2480
Paul L. Ratelle Fabyanske, Westra & Hart, P.A. Suite 1100 920 Second Avenue South Minneapolis, MN 55402 Fax: (612) 338-3857	William Wassweiler Rider Bennett Egan & Arundel 2000 Metropolitan Centre 333 South 7 th Street Minneapolis, MN 55402 Fax: (612) 340-7900
Thomas J. Flynn Larkin, Hoffman, Daly & Lindgren, Ltd. 1500 Wells Fargo Plaza 7900 Xerxes Avenue South Bloomington, MN 55431 Fax: (612) 896-1537	Clint Cutler 1100 International Centre 900 Second Avenue South Minneapolis, MN 55402 Fax: (612) 347-7077

William Kampf Kampf & Associates, PA 821 Marquette Avenue Suite 901 Minneapolis, MN 55402 (612)339-0273	Michael O'Brien C/o Michael Meyer Ravich, Meyer, Kirkman, et al. 4545 IDS Center 80 South Eighth Street Minneapolis, MN 55402 (612)332-8302
Curt Laughinghouse 281 Norman Ridge Drive Bloomington, MN 55437 Fax: None listed	Michael J. Demmer Prairie Senior Cottages, LLC 10500 Bren Road Second Floor Minnetonka, MN 55343 (952)352-9914
Office of the United States Trustee 1015 U.S. Courthouse 300 South Fourth Street Minneapolis, MN 55415 (612)664-5516	Michael Appleman 600 University Avenue SE Minneapolis, MN 55414 (612)331-8654
Harry Kelly Nixon & Peabody, LLP Suite 900 401 9th Street NW Washington, DC 20004-2128 (202) 585-8080	John Ahern C/o James Rubenstein 4800 Norwest Center 90 South Seventh Street Minneapolis, MN 55402 (612)339-6686s

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Lorraine D. Jacobson
Paralegal
(612)305-1502
ldjmlaw.com

November 7, 2000

Clerk of U. S. Bankruptcy Court
U.S. Bankruptcy Court
200 U.S. Courthouse
316 North Robert Street
St. Paul, MN 55101

Re: Millennium Properties, LLC,	Bankruptcy No. 00-32002-GFK
Greenville Cottage Development, LLC	Bankruptcy No. 00-32003-GFK
Anderson Cottage Development, LLC	Bankruptcy No. 00-32004-GFK
Norman Cottage Development, LLC	Bankruptcy No. 00-32005-GFK
Topeka Cottage Development, LLC	Bankruptcy No. 00-32007-GFK
Salisbury Cottage Development, LLC	Bankruptcy No. 00-32008-GFK
Senior Cottage Management, LLC	Bankruptcy No. 00-32011-GFK
Senior Cottages of America, LLC	Bankruptcy No. 00-32012-GFK

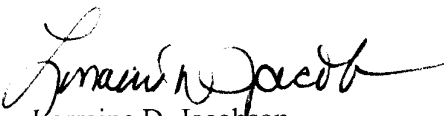
Dear Clerk:

Enclosed please find a proposed Order Preserving Assets and a Notice of Continued Hearing on the Motion and Sale in the above referenced matters. Please forward the order to the Judge for his review and signature. Please note that the continued hearing has been scheduled for November 28, 2000 at 2:00 p.m.

If you should have any questions, please call me.

Very truly yours,

MACKALL, CROUNSE & MOORE, PLC

By 
Lorraine D. Jacobson

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Chapter7

**Bky. No. 00-32002-GFK
Bky. No. 00-32003-GFK
Bky. No. 00-32004-GFK
Bky. No. 00-32005-GFK
Bky. No. 00-32007-GFK
Bky. No. 00-32008-GFK
Bky. No. 00-32011-GFK
Bky. No. 00-32012-GFK**

Debtor.

ORDER PRESERVING ASSETS

The above-entitled matter came before the Court for hearing on November 6, 2000, on the properly and duly noticed motion of Timothy D. Moratzka, Trustee for the above-referenced Debtor, to sell certain property of the Estate.

Appearances were noted in the Court's record. A lengthy notice and bid process resulted in certain sales of less than all of estates' interests. Based upon the motion of Trustee to pursue non-conforming bids and the record before the Court, the proceedings, the statements of counsel, and all of the files and records herein, the Court makes the following ORDER:

1. The estate's interest in the following entities is preserved and not sold:

Senior Cottages of Greenville, LP
Cottages of Frankfort LTD
Frankfort Cottage Development, LLC
Senior Cottage of Glenarden, LP
Glenarden Cottage Development, LLC
Senior Cottages of Greenville, LP

Greenville Cottage Development, LLC
Senior Cottages of Shippensburg LTD
Shippensburg Cottage Development, LLC
Prairie Senior Cottages of Henderson, LLC
Prairie Senior Cottages of Willmar, LLC
Prairie Senior Cottages of New Ulm, LLC
Cottages of Henderson, Ltd
Henderson Cottage Development, LLC
Senior Cottage Management, LLC
Senior Cottages of America, LLC
All other interests not sold by specific order.

2. This Court shall conduct a continued hearing on November 28, 2000, at 2:00 p.m. to approve any sales of the estate's preserved interest in the entities listed herein pursuant to the pending motion of Trustee on file.

3. Any objections of record are preserved for the continued hearing.

4. Trustee shall provide limited notice of the continued hearing to those parties appearing of record in the sale process before the Court.

DATED: _____

Gregory F. Kishel
United States Bankruptcy Judge